

INFORMATION AND DISCLOSURE STATEMENT

Pursuant to Rule 15c2-(11)(a)(5) under the Securities Exchange Act of 1934

June 30, 2012



Medical Marijuana, Inc.

**2665 Ariane Drive
Suite 207
San Diego, CA 92117**

**CUSIP: 58463A105
Trading Symbol: MJNA**

INFORMATION AND DISCLOSURE STATEMENT PURSUANT TO RULE 15c2-(11)(a)(5)

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c211 (a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

Section One: Issuer's Initial Disclosure

Part A General Company Information

Item I The exact name of the issuer and its predecessors

Medical Marijuana, Inc. (the "Company", "we", "our", "us", "MJNA")

The Company was originally incorporated as Berkshire Collection, Inc., in Canada in 2003. On May 23, 2005 the Company was incorporated in the State of Oregon. The Company changed its name to Mynewpedia Corp. on January 31, 2007. On May 21, 2008 the Company with the consent of the majority shareholder of Mynewpedia, agreed to issue common stock of Mynewpedia, Corp (MYNW) to the shareholders of Club Vivanet (Florida) in exchange for all issued and outstanding, common shares of the stock of Club Vivanet, totaling 9,300,000 common shares by way of an exchange of one (1) share of Club Vivanet for twelve (12) shares of Mynewpedia, Inc. Club Vivanet Inc., formed in August 2006 as a Florida C Corporation, is currently a wholly owned subsidiary of the Company. Total outstanding shares of the Company after the acquisition was 221,176,840. The Company subsequently changed its name to Club Vivanet, Inc. on May 22, 2008, and on August 28, 2008, the Company effected a 20:1 reverse split which resulted in 11,058,842 total issued and outstanding shares of common stock of the Company. On March 23, 2009, the Company resolved to change its name to Medical Marijuana, Inc., which name change became effective April 28, 2009. On April, 27, 2009 the then current directors/officers of the company resigned and appointed new Officers/Directors. On April 28, 2009 Company issued a total of 40,000,000 shares to New CEO. These actions effected a change and control of the company. Upon the effective date of the name change the Company's trading symbol was changed to MJNA. On the date of the name change of the Company to Medical Marijuana, Inc. the Company spun off its wholly owned subsidiaries, Club Vivanet, a Florida corporation and Mynewpedia Corp. March 23, 2011, an equity/asset exchange was effected between Hemp Deposit and Distribution Corp., a Delaware corporation ("HDDC") and the Company. The equity/asset exchange called for the Company to issue 260,000,000 million shares of common stock to HDDC which required an increase in the authorized share capital from 300,000,000 shares to 600,000,000 shares. The increase was declared effective on March 28, 2011. The issuance of the 260,000,000 shares was effected on March 31, 2011 which effected a change and control of the Company.

The fiscal year end of the Company is December 31.

Neither the company nor any predecessor has been in bankruptcy, receivership or any other similar proceeding.

There has been no default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the company to make payments.

The company has never been delisted by any securities exchange or deleted from the OTC Bulletin Board or Pink Sheets.

There are no current and have been no past, pending, or administrative actions either by or against the company that could have a material effect on the company's, business, financial condition, or operations and there are no current, past or pending suspensions by a securities regulator.

It is understood that when the company uses the word Cannabis, Marijuana, Canipa, Industrial Hemp or Hemp it is referring to the word Hemp.

FOOD AND DRUG ADMINISTRATION (FDA) DISCLOSURE

These statements have not been evaluated by the Food and Drug Administration (FDA). These products and statements are not intended to diagnose, treat, cure, or prevent any disease.

Medical Marijuana Inc. does not grow, sell, manufacture or distribute marijuana or any other substances that violate the United States Controlled Substance Act. Its products are derived from the legal parts of the Hemp plant.

Item II The address of its principal executive offices

Medical Marijuana, Inc.
2665 Ariane Drive
Suite 207
San Diego, CA 92117

Item III The jurisdiction(s) and date of the issuer's incorporation or organization

The issuer was originally incorporated in Canada as The Berkshire Collection. On May 23, 2005 the Company was re-incorporated in the State of Oregon.

Part B Share Structure

Item I The exact title and class of securities outstanding

Medical Marijuana, Inc. Common Stock
CUSIP Number – 58463A105
Trading Symbol – MJNA

- Item II Par or stated value and description of the security**
Par Value of Common Stock is \$0.001 per share
600,000,000 shares authorized
- Item III The number of share or total amount of the securities outstanding for each class of securities authorized**
At the end of last fiscal quarter – June 30, 2012
Common Stock 598,565,764 shares outstanding

ITEM V SHARES OUTSTANDING

At the end of last fiscal quarter – June 30, 2012
Common Stock 598,565,764 shares outstanding
547 - Shareholders of Record as of 06/30/2012
10,740 - Beneficial Shareholders as of 06/30/2012
225,681,291 – Public Float Shares as of 03/31/2012

December 31, 2011: 558,565,764 shares outstanding
December 31, 2010: 245,949,062 shares outstanding
December 31, 2009: 222,685,777 shares outstanding

Part C Business Information

Item I The name and address of the transfer agent

First American Stock Transfer, Inc.
4747 N. 7th Street
Suite 170
Phoenix, AZ 85014
602-485-1346
602-788-0423 fax
<https://firstamericanstock.com>

First American Stock Transfer, Inc is registered Under the Exchange Act with the Securities Exchange Commission as a Registrar and Transfer Agent.

Item II The nature of the Company's business

A. Business of Issuer

1. The Company's primary SIC Code is 7380, Miscellaneous Business Services.
2. The Company is in the development stage.
3. To the best of our knowledge the Company is not, nor has ever been a "shell company".

4. The Company currently has the following divisions and subsidiaries as well as the following affiliates:

Divisions

1. The Hemp Network
2. CannaFuel
3. The Pet Hemp Emporium

Subsidiaries

1. Wellness Managed Services
2. Ace Hydro
3. HempMedsRX
4. Red Dice Holdings
5. PhytoSPHERE Systems
6. CanCHEW Bio-Technologies

5. Affiliates

CannaBANK, Inc.

The effect of existing or probable government regulations on the business of the Company is not known at this time. Due to the nature of the business of the Company, it is anticipated that there may be increasing regulation upon the business of the Company.

6. Research and development activities commenced in April of 2009, and have increased in the quarter ending through December 31, 2011.
7. The total number of full time corporate employees is seven (7).
8. **Prior to new management and the issuance of shares to Hemp Deposit and Distribution, the Company was involved in the following;**

(The company's management is continuing its evaluation of the following divisions, strategies, partnerships, business and operational plans for productivity, profitability, marketability and to make sure it fits into the Company's business strategies, the following excerpts were taken directly from prior managements annual reports)

Medical Marijuana, Inc. will provide institutional level financial services to local, state and federal governments, testing and certification services, education programs, consulting and turn-key solutions to all levels of government and the medical marijuana industry. A division, The Hemp Network, established in June 2010, sells hemp-based products to consumers through a network of home-based sales representatives.

Management believes that The Hemp Network's use of organic products benefits our environment and provides monetary rewards to the Company. The Hemp

Network was established to make a real difference in the world by providing the highest quality hemp and hemp blended products to a wide marketplace with the use of network marketing to create massive distribution.

EDUCATIONAL SYMPOSIUM AND SEMINARS

The Company began its expanded seminars with its first education forum in Los Angeles at the Convention Center on January 16-17, 2010. Shortly thereafter, the Company held its second seminar in April 2010 in San Diego at the Convention Center. The focus of these seminars is on educating entrepreneurs, existing industry operators, regulators, city officials, law enforcement officials and the general public on the benefits of a legitimate medical marijuana industry. The Company is evaluating plans for future seminars.

The seminars and workshops will focus on the entrepreneur and help them find their niche in the emerging medical marijuana industry. Topics include:

- Applicable law for the cooperative and how to become a caregiver
- Cultivation – indoor, outdoor, hydroponics and aeroponics
- Medical uses of cannabis
- Taxes, Accounting and Trade
- Delivery Service
- Related industries with the best product to use and distribute

Currently no symposium or seminars are planned pending evaluation of the business efficacy of this division.

FINANCIAL SOLUTIONS

Medical Marijuana, Inc. had a provisional patent pending for a tax remittance card which in the early part of 2010 was upgraded and expanded to a utility patent. This will provide local, state and federal governments with a closed loop financial accounting system to monitor compliance and collect tax revenues in a near real-time environment. The Company is also looking to provide an integrated business system for medical marijuana industry participants, from growers to distributors to dispensaries. The Company's patent pending product will ensure compliance with local, state and federal regulations where it concerns operations and taxation. The Company is currently looking into different software packages to be able to facilitate ease of operation and compliance for end users. Using this new invention, the "Point of Sale" System will recognize the dispensary's tax ID number and the tax rates for state and local taxes as well as provide "Automated Clearing House" (ACH) settlement of the taxes to the proper financial institutions. The state sales tax amount is sent to a database and at the end of the day all money in the sales tax database is cleared and posted through an "Automated Clearing House" (ACH) to the state and other appropriate governmental agencies for that days collected sales tax. The remaining funds are sent to the dispensary's account or other designations.

This Stored Value Platform System will provide verifiable solutions for an inter-agency approach to manage the difficult task of Revenue and Taxation Collection for the emerging medical marijuana industry.

The stored platform cards will be sold by Master Agents around the United States whereby commissions will be paid on a per transaction basis.

There is also a provisional patent for an inventory control tracking system that was also upgraded and expanded in the early part of 2010 to a utility patent. This system is currently being developed and the Company is in discussions with other software vendors for integration. This is an all-encompassing product and inventory management system that provides technologically advanced, comprehensive tools to the rapidly emerging medical marijuana Industry. This system is designed to provide industry operators with the necessary tools to confidently track their valuable inventory at all points along the supply chain from cultivation to retail sales. The system will provide a dashboard with user definable snapshots of inventory levels and value at any point in time historical, current or projected to give business managers the ability to more effectively manage their businesses. Dashboards can be distributed in a variety of formats, numerical and textual, graphical, audio and video.

This System is an integrated "plug and play" network that allows, Grow-Ops, Distributors, and Co-Ops/Collectives to easily collaborate and build a strong and diversified supply chain network. The system is modular, scalable, flexible and dynamic to allow various business models to select only the modules that are necessary for their particular business model. Other operators in the industry will also "plug-in" to the network to form a vast integrated network of Grow-Ops, Distributors, Co-Ops/Collectives and third party product or service providers, all collaborating cohesively.

This system has a W2W (Wholesale-to-Wholesale) module that will be seamlessly integrated into a comprehensive pricing and research database that provides a matrix of fluctuating strains, pricing, and availability from inventory across the entire Company Network of Co-Ops/Collectives and Grow-Ops. Co-Ops/Collectives low on inventory, or have overstock inventory, can query and post in real-time "available-for-trade" inventory levels. The database has over 30 predefined defined data points such as THC Content, CBA, CBD, etc, as well as an unlimited number of user/community defined criteria.

The underlying infrastructure is based on a "closed-loop" design to minimize theft and fraud by identifying unauthorized breaks in the supply chain audit trail in real time. Business managers can be notified immediately via text message or email on mobile devices as well as supplying a real-time video feed of suspected activity to mobile devices. The closed-loop infrastructure also facilitates "batch-tracking" for recall purposes in the event contaminated product is introduced into the system.

There is also a "Mom & Pop Grow-Op" feature that promotes and supports a small business boutique model over big agribusiness super-grows that will inevitably make their way into the industry. Small and tightly controlled Grow-Ops will

produce more variety and higher quality product than large automated industrial models. This model has been proven in the micro-brew industry. The Company chooses a "quality over quantity" approach and long term sustainability over short term gain.

Even if our patent applications are granted, we can give no assurance that our patents will provide meaningful protection against infringement or will not be held to infringe upon the patent or other commercial rights of others.

Turnkey Business Solutions – the Company will provide Turnkey Business Management Solutions for Co-Ops, Grow-Op and Distributors as a much needed service to the rapidly expanding number of businesses in the Medical Marijuana Industry. There is a high Level of confusion and contradiction as to the laws and regulations that apply to this industry. We are stepping up to provide clarity and to ensure that new entrepreneurs to this industry and existing industry operators are able to operate efficiently and in full compliance from the first moment they are open for business.

Our Turnkey Solutions will be offered in bundles or ala carte once complete. Our Business Management Solutions provide the following solutions and more:

- Local, State and eventually Federal Licensing Services
- Site Location Scouting
- Lease/Contract Negotiation
- Store Design and Built-Out
- Product Sourcing
- Staffing and Training
- Insurance Sourcing, including Health plans for employees, Workers Comp, Business Liability, and Fire and Theft
- Security Systems and Personnel
- Notification and Coordination with local regulatory and law enforcement officials
- Implementation & Support of all Business Systems:
 - o Tax Remittance Cards
 - o Point of Sale (POS) Systems
 - o Business Accounting Systems
 - o Inventory Management Systems
 - o Supply Chain Network
 - o Contact/Customer/Vendor Management Systems
- Advertising Programs
- Accounting Services
- Legal Services
- Tech Support Services
- The Company's Industry Newsletters & Magazine

Our Turnkey Business Management Solutions are intended to allow entrepreneurs to invest in this industry and begin operating worry free right out of the gate, avoiding the potential pitfalls of starting a new business in a new and rapidly

emerging industry. We will be working alongside the entrepreneur to provide solutions to the regulatory and operating environment which has not yet been fully and clearly defined as in other mature industries.

The Company is the first to step up into unknown territory becoming the first U.S. public corporation to enter the medical marijuana industry. Much of the necessary infrastructure required to efficiently and effectively manage an industry of this magnitude simply does not exist. We intend to develop groundbreaking systems and applications to service this emerging industry.

We are currently in discussions with multiple companies for testing, grading and cannabinoid research.

Under new management, future areas of concentration to be entered into include but are not limited to:

Co-Op/Collective Management – As the market matures, we intend to provide outsourced management services to dispensaries under contract. We intend to standardize operations and product selection in its group of managed dispensaries.

Medical Marijuana Business Journal – Industry News, Education and Information – The Company will distribute an industry magazine that addresses all issues concerning businesses in the emerging Medical Marijuana Industry.

Hemp Products – We are actively searching for a greatly expandable product line to increase network marketing production. The Hemp Network was established to make a real difference in the world by providing high quality hemp and hemp blended products to a wide marketplace with the use of network marketing.

Medical Marijuana, Inc may also provide institutional level financial services to local, state and federal governments, testing and certification services, educational programs, consulting and turn-key solutions to all levels of the government and the medical marijuana industry. A subsidiary, The Hemp network, sells hemp-based products to consumers through a network of home based representatives.

In March 2011, the Company entered into a ten year lease with a five year renewal option for an agricultural and warehouse facility in Gilroy, CA for \$15,000 per month which will commence sometime in the fourth quarter 2011. The Company also entered into a management agreement for the property with HDDC where-under the Company will pay HDDC 25% of net profits, for the use of equipping and maintaining as well as operating the facility which is also looking to commence in the fourth quarter 2011. Management anticipates significant revenues from this facility before the end of calendar 2011. We intend to donate 10% of the net profits of this facility to Our World Health Organization, a non-profit organization. To date HDDC has invested in excess of \$1,500,000 into the facility. To date the company has decided not to pursue this transaction due to the nature of the legal environment in California. The company had the option to divest and has at this time taken such opportunity. All obligations as of this filing have been met.

A lease and a management contract for a facility in Sacramento, CA has been entered into with HDDC and assigned to the Company. The facility will serve the needs of health and wellness members in the greater Sacramento area. HDDC purchased the facility and invested an additional \$750,000 to bring the facility up to HDDC standards. To date the company has decided not to pursue this transaction due to the nature of the legal environment in California. The company had the option to divest and has at this time taken such opportunity. All obligations as of this filing have been met.

End of Evaluation Section A 8

(Each one of the following divisions, strategies, partnerships, business and operational plans is being evaluated by management for productivity, profitability, marketability and to make sure it fits into MJNA business strategies, the following excerpts were taken directly from prior managements annual reports).

B. Business Development

Medical Marijuana, Inc is currently developing the following divisions and subsidiaries;

1. The Hemp Network

The Hemp Network's main objective is to educate the general population about the versatility and benefits of the hemp plant. By sharing the story of hemp with individuals across the country and around the world the network strives to raise awareness and ultimately change public perception about industrial hemp. In changing public perception, we can help support changes in the laws associated with the cultivation of industrial hemp and the domestic production of hemp-related products and services. The Hemp Network currently has in excess of 6500 sales associates selling hemp based and related products in a multiple strategy sales program, from direct sales to affiliate, to network marketing. The Hemp Network strives to acquire, develop and sale these products consumers.

Additional Notes: Currently the Hemp Network has five products. Each product is being evaluated to maximize profitability and marketability. The company is looking to expand its portfolio of products.

2. MMI Nutraceuticals

MMI Nutraceuticals is a division of the Company that deals with all of MMI Nutraceuticals products including CBD (Cannabidiol) and THC Free brands. The team deals with the development, research, contracting, patents and sales of the products.

Additional Notes: The CBD product line is expected to generate attention in the

United States, because of its purported beneficial properties for humans and animals. Currently we are not aware of any other direct competitors in this marketplace. The Company will look for distributors to sale the products, as well as possibly selling through The Hemp Network (a division of Medical Marijuana, Inc.).

3. MMI Biotechnology

MMI Biotechnology is the division that builds and develops specialty equipment and technology for the medical herbal, pharmaceutical and nutraceutical markets. MMI Biotechnology is licensed through Hemp Deposit and Distribution Corporation for the entire western hemisphere. MMI Biotechnology looks to expand its operation and product development through acquisition. These acquisitions will include management contracts on hydroponic stores, herbal medical farms and other medical herb companies.

4. CannaFuel

CannaFuel, is a division of the Company that oversees, coordinates, the research and development of hemp and other biomass based fuels. Currently the company is working on syndicating biomass processing facilities as well as and syndicating raw bio mass materials to be processed into usable Biofuels. The Company is working on projects in the United States, Canada, Asia and Europe.

5. The Pet Hemp Emporium

Pet Hemp Emporium is a division of the Company that has developed and owns everyday pet products, consisting of everything from Hemp leashes to Hemp beds and Hemp based bio plastics that are much more suitable for pet use then conventional products that are petroleum (oil) based.

These products are not available directly to consumers yet. Instead, the Company is expanding into wholesale distribution and direct distribution to national pet stores before investigating marketing these products at a retail level.

Additional Notes: Currently, the Company can only supply the products in bulk. The Company is evaluating the possibility of selling direct to consumer as well as through The Hemp Network (a division of Medical Marijuana, Inc.), but the minimum quantity required to produce may be less viable for direct sales to consumers and The Hemp Network.

Subsidiaries

6. Wellness Managed Services, LLC

Wellness Managed Services provides management support and services to Cooperatives, Collectives, Health and Wellness Facilities and Medical Clinics. The services range from management to product distribution.

7. HempMedsRX

HempMeds Rx, LLC is the premier source for quality hemp based health and wellness products. Our unique and patented and proprietary extraction process allows us a significant advantage in bringing forth these products to consumers around the world. The company utilizes the PhytoSPHERE Systems growth and extraction technology to produce its raw plant materials as well as syndicating its production from other international producers of hemp. The company is expected to have it sales site up in the fourth quarter of 2012.

8. Red Dice Holdings (Dixie Brand)

Red Dice Holdings, LLC owns the Dixie Brand of consumable products. The company utilizes PhytoSHERE Systems to provide all of the necessary hemp based CBD oil. These products range from a topical salve to the Dixie Dew Drops. The products can be found at retail locations throughout Colorado. The company intends on developing its sales through several key areas.

1. Wholesale
2. Affiliated Marketing Sales
3. Retail to Consumers

The company is looking at expanding its wholesale sales into new markets through state by state distribution contracts and key distribution partners. Affiliated marketing sales allow for the company to capture sales not directly from its efforts, but by the efforts of others with online sales and marketing sites. A sale is captured by the customer clicking its way back to our sales site through banner and sales ad's on approved affiliated marketing company sales sites. The company pays those affiliates a small fee per sale for the life of that client. Retail sales directly to consumers will take place through a direct marketing effort. These sales will take place through our online sales site, which the company expects to have completed in the third quarter of 2012. The company plans on expending a significant amount of its reserves and operating cash flows on building the marketing efforts of this product beginning this year and expanding into 2013. Once brand awareness will be established through online, print, radio and other forms of media, the company anticipates offers from national and international marketing and distribution companies, at which time the company may need to re-evaluate and modify its sales and marketing strategies to conform to a more typical sales and distribution organization. The company expects to be the first to market hemp based CBD products in the United States Market.

9. PhytoSPHERE Systems

PhytoSPHERE Systems, LLC is the world's leading organic cannabinoid based biotechnology company that builds and develops growing, packaging and extraction technologies and deploys them in self-contained, highly efficient state of the art

facilities as well as traditional hemp agricultural facilities, for the pharmaceutical and nutraceutical raw ingredients markets.

The combination of PhytoSPHERE Systems superior technology and proprietary processes, genetically consistent products, and tissue culture based plants, gives us the ability to produce the cleanest and highest quality pharmaceutical grade extracts and compounds currently on the market. Initially, these extracts and compounds will be used in the manufacture of products to be distributed through MJMA's portfolio companies, thereby giving these companies and MJNA a distinct competitive advantage.

PhytoSPHERE's highly efficient growth, packaging and extraction technologies provides clients a compact, safe, pollutant-free facility which will allow it to:

- Greatly increase plant production through yields that significantly exceed traditional methods.
- Completely control the cultivation environment resulting in superior plant growth, uniform strain purity, quality crop production, and year-round production potential.
- Reduce per-unit costs compared to traditional methods by eliminating the use of pesticides, fungicides and herbicides.
- Produce Pharmaceutical grade extracts.
- Establish antibacterial environments and packaging systems.
- Control post production processing with proprietary standardization methods.

PhytoSPHERE's core technologies consist of:

- A module that places rows of plants perpendicular to an interior light source, which helps accelerate the growth rate and efficiency of the particular plant that is being cultivated.
- Computer operated sprayers ensure even distribution of nutrient feeding solutions to the crops resulting in an abundance of plants with strong, compact, and multi-directional growth. This state-of-the-art technology is fully contained, meaning crops can be grown year-round in any location using precise combinations of light, water, and nutrients to maximize production.
- A proprietary antibacterial product clipping, curing and packaging system, allowing for a truly pharmaceutical grade method of cultivation.
- An extraction and production process for cannabinoid based compounds derived from the cannabis plant, which uses standardized processes and technology to create the world's leading pharmaceutical grade extracts.

PhytoSPHERE Systems is developing several international hemp production facilities which crops will be harvested some time in 2012. These facilities will take a significant amount of resources and capital from the company. The company supplies all of its affiliates, subsidiaries and product manufactures with its oil. This gives the company a strategic advantage over other future potential competitors, in the fact that it has built in clientele. The company is also evaluating selling its CBD oil to other manufactures of non-competing products, there is significant market

awareness for the product. The Company expects to allocate an additional \$1.9 to \$2.2 million dollars this year to the development of PhytoSPHERE's production capabilities, oil extraction, preservation technologies and genetics for its cultivars. The company is currently evaluating several key candidates to further the development of the company's sales. To date a significant amount of the company's revenues have been from the licensing of its oil production and the sales of its oil.

10. CanCHEW Bio-Technologies

CanChew Biotech focuses on the treatment of pain and other medical disorders with the application of chewing gum based cannabis/cannabinoids medical products. The company targets research and execution of their clinical development plan and subsequently out licensing of their technology. The development focuses on the R&D of the formulation, production and the development of chewing gum based products in their respective fields e.g: for the treatment of numerous diseases like pain, nausea and vomiting, anorexia, spasticity and various other symptoms.

Product Development

CanChew Biotech has a patented technology in 111 Countries which comprises the inclusion of regulatory acceptable active pharmaceutical ingredients [API] of the cannabinoid variety in a patented and proprietary chewing gum delivery formulation. CanChew® for medical purposes, specifically pain treatment associated with a variety of long term, chronic or degenerative diseases whereby cannabinoid therapy is finding increasing application in a global marketplace.

CanChew Advantage

The CanChew® formulation offers a unique, socially acceptable, patient friendly, taste masked and convenient delivery format for delivery of the cannabis/cannabinoid(s) based medicine via the oral mucosal membranes.

CanChew's full oral-oropharyngeal mucous membrane delivery method is superior to other delivery methods.

Advantages of Oral Mucosal Drug Delivery system:

- Bypass of the gastrointestinal tract and hepatic portal system, increasing the bioavailability of orally administered drugs that otherwise undergo hepatic first-pass metabolism.
- Drug is protected from degradation due to pH and digestive enzymes of the middle gastrointestinal tract.
- Improved patient compliance due to the elimination of associated pain with injections.
- Sustained drug delivery.
- A relatively rapid onset of action can be achieved relative to the oral route.
- Oral mucosal systems exhibit a faster initiation and decline of delivery than do transdermal patches.
- The large contact surface of the oral cavity contributes to rapid and extensive drug absorption.

The company has located a GMP Dietary Supplement and nutraceutical manufacturer for its over the counter product. The company is currently looking for a GMP Pharmaceutical manufacturer for its Pharmaceutical Drug, Clinical development and trials. The two require different GMP certifications. The Pharmaceutical\Drug GMP certification is much more strenuous and is required for our clinical development. The company expects to have its soft launch in the fourth quarter 2012 and its hard launch in the first half of 2013.

Medical Marijuana, Inc is currently working with the following affiliates;

1. CannaBANK

CannaBANK performs Mergers and Acquisitions and acts as a conduit through which assets are transferred from Hemp Deposit and Distribution Corporation to Company pursuant to the Agreement dated March 23, 2011. CannaBANK is also financing the acquisitions and development of certain approved purchases, acquisitions and products. CannaBANK is at the forefront of Hemp based investments. CannaBANK in provided \$4 million in financing for the acquisition and development of several pending transactions, including the Dixie Elixars Brand, PhytoSphere Systems, CanChew Bio-technologies, several cannabinoid based hemp delivery systems and several Wellness Managed Services accounts. Please see exhibits.

Item III The nature of products or services offered.

Currently the entire Company product and service portfolio is being evaluated by new management for marketability and profitability.

The current products include:

Hemp extract from the hemp plant which contain high levels of Cannabidiol also known as CBD. These CBD products will have different applications from a topical lotion, mister for your skin, to a raw crystal formula for distributors, nutraceutical and pharmaceutical companies. The CBD products are derived from legal hemp farms international and to be sold as dietary supplements or as an additive to other products. Hemp Network has a diverse network of products that range from hemp aloe to hemp energy drinks. Some of these hemp-based products are textiles.

The Company has entered into multiple joint ventures, more detail in the financial footnotes attached herein. The Company anticipates several updates in the coming quarters.

Wellness Managed Services has seen strong growth over the past few quarters and we expect that growth to continue through the acquisition and development of Collectives, Cooperatives, Health and Wellness facilities and Medical Clinics. In the third (3rd) quarter

of 2012 the company will focus heavily on the development of this company for several reasons.

- a. The accounts provide in most cases an immediate cash flow
- b. In most cases the account have additional shelf space for our products
- c. In most cases the accounts provide direct sales access for our products to end consumers and most importantly to the individuals who recommend specific products
- d. Because the accounts in most cases are established businesses our operating costs are much less because we aggregate the operating costs in administration, legal, accounting and marketing giving the company a strategic advantage
- e. The company anticipates a change in the market in the next twenty four (24) to thirty six (36) months that will make the shelf space and distribution channels much more valuable than in today's market

The company is in the process of evaluating several potential employees or new hires to run and further develop Wellness Managed Services. The company will have a website and specialized developed in the second (2nd) quarter to specifically focus on the development of its operations

HempMeds Rx, LLC is the premier source for quality hemp based health and wellness products. Our unique and patented and proprietary extraction process allows us a significant advantage in bringing forth these products to consumers around the world. The company utilizes the PhytoSPHERE Systems growth and extraction technology to produce its raw plant materials as well as syndicating its production from other international producers of hemp. The company is expected to have it sales site up in the fourth quarter of 2012.

Red Dice Holdings, LLC owns the Dixie Brand of consumable products. The company utilizes PhytoSHERE Systems to provide all of the necessary hemp based CBD oil. These products range from a topical salve to the Dixie Dew Drops. The products can be found at retail locations throughout Colorado. The company intends on developing its sales through several key areas.

1. Wholesale
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3. Retail to Consumers

The company is looking at expanding its wholesale sales into new markets through state by state distribution contracts and key distribution partners. Affiliated marketing sales allow for the company to capture sales not directly from its efforts, but by the efforts of others with online sales and marketing sites. A sale is captured by the customer clicking its way back to our sales site through banner and sales ad's on approved affiliated marketing company sales sites. The company pays those affiliates a small fee per sale for the life of that client. Retail sales directly to consumers will take place through a direct marketing effort. These sales will take place through our online sales site, which the company expects to have completed in the third quarter of 2012. The company plans on expending a significant amount of its reserves and operating cash flows on building the marketing efforts of this product beginning this year and expanding into 2013. Once brand awareness will be

established through online, print, radio and other forms of media, the company anticipates offers from national and international marketing and distribution companies, at which time the company may need to re-evaluate and modify its sales and marketing strategies to conform to a more typical sales and distribution organization. The company expects to be the first to market hemp based CBD products in the United States Market.

PhytoSPHERE Systems, LLC is the world's leading organic cannabinoid based biotechnology company that builds and develops growing, packaging and extraction technologies and deploys them in self-contained, highly efficient state of the art facilities as well as traditional hemp agricultural facilities, for the pharmaceutical and nutraceutical raw ingredients markets.

The combination of PhytoSPHERE Systems superior technology and proprietary processes, genetically consistent products, and tissue culture based plants, gives us the ability to produce the cleanest and highest quality pharmaceutical grade extracts and compounds currently on the market. Initially, these extracts and compounds will be used in the manufacture of products to be distributed through MJMA's portfolio companies, thereby giving these companies and MJNA a distinct competitive advantage.

PhytoSPHERE's highly efficient growth, packaging and extraction technologies provides clients a compact, safe, pollutant-free facility which will allow it to:

- Greatly increase plant production through yields that significantly exceed traditional methods.
- Completely control the cultivation environment resulting in superior plant growth, uniform strain purity, quality crop production, and year-round production potential.
- Reduce per-unit costs compared to traditional methods by eliminating the use of pesticides, fungicides and herbicides.
- Produce Pharmaceutical grade extracts.
- Establish antibacterial environments and packaging systems.
- Control post production processing with proprietary standardization methods.

PhytoSPHERE's core technologies consist of:

- A module that places rows of plants perpendicular to an interior light source, which helps accelerate the growth rate and efficiency of the particular plant that is being cultivated.
- Computer operated sprayers ensure even distribution of nutrient feeding solutions to the crops resulting in an abundance of plants with strong, compact, and multi-directional growth. This state-of-the-art technology is fully contained, meaning crops can be grown year-round in any location using precise combinations of light, water, and nutrients to maximize production.
- A proprietary antibacterial product clipping, curing and packaging system, allowing for a truly pharmaceutical grade method of cultivation.
- An extraction and production process for cannabinoid based compounds derived from the cannabis plant, which uses standardized

PhytoSPHERE Systems is developing several international hemp production facilities which crops will be harvested some time in 2012. These facilities will take a significant amount of resources and capital from the company. The company supplies all of its affiliates, subsidiaries and product manufactures with its oil. This gives the company a strategic advantage over other future potential competitors, in the fact that it has built in clientele. The company is also evaluating selling its CBD oil to other manufactures of non-competing products, there is significant market awareness for the product. The Company expects to allocate an additional \$1.9 to \$2.2 million dollars this year to the development of PhytoSPHERE's production capabilities, oil extraction, preservation technologies and genetics for its cultivars. The company is currently evaluating several key candidates to further the development of the company's sales. To date a significant amount of the company's revenues have been from the licensing of its oil production and the sales of its oil.

CanChew Biotech focuses on the treatment of pain and other medical disorders with the application of chewing gum based cannabis/cannabinoids medical products. The company targets research and execution of their clinical development plan and subsequently out licensing of their technology. The development focuses on the R&D of the formulation, production and the development of chewing gum based products in their respective fields e.g: for the treatment of numerous diseases like pain, nausea and vomiting, anorexia, spasticity and various other symptoms.

Product Development

CanChew Biotech has a patented technology in 111 Countries which comprises the inclusion of regulatory acceptable active pharmaceutical ingredients [API] of the cannabinoid variety in a patented and proprietary chewing gum delivery formulation. CanChew® for medical purposes, specifically pain treatment associated with a variety of long term, chronic or degenerative diseases whereby cannabinoid therapy is finding increasing application in a global marketplace.

CanChew Advantage

The CanChew® formulation offers a unique, socially acceptable, patient friendly, taste masked and convenient delivery format for delivery of the cannabis/cannabinoid(s) based medicine via the oral mucosal membranes.

CanChew's full oral-oropharyngeal mucous membrane delivery method is superior to other delivery methods.

Advantages of Oral Mucosal Drug Delivery system:

- Bypass of the gastrointestinal tract and hepatic portal system, increasing the bioavailability of orally administered drugs that otherwise undergo hepatic first-pass metabolism.
- Drug is protected from degradation due to pH and digestive enzymes of the middle gastrointestinal tract.
- Improved patient compliance due to the elimination of associated pain with injections.

- Sustained drug delivery.
- A relatively rapid onset of action can be achieved relative to the oral route.
- Oral mucosal systems exhibit a faster initiation and decline of delivery than do transdermal patches.
- The large contact surface of the oral cavity contributes to rapid and extensive drug absorption.

The company has secured a GMP Dietary Supplement and nutraceutical manufacturer for its over the counter product. The company is currently looking for a GMP Pharmaceutical manufacturer for its Pharmaceutical Drug, Clinical development and trials. The two require different GMP certifications. The Pharmaceutical\Drug GMP certification is much more strenuous and is required for our clinical development. The company expects to have its soft launch in the fourth quarter 2012 and its hard launch in the first half of 2013. The company expects to expend a significant amount of capital developing the over the counter product and significantly more for the clinical development. It is unknown at this time how much capital will be needed for this expansion.

The company anticipates starting its clinical trials in Europe in 2013 and the overall clinical development taking three to five years. The company has a significant strategic advantage to its product and the development of this business.

1. The company has developed an over the counter product which will be available for sale in the coming quarters. Most companies developing a pharmaceutical drug company do not also have a product for sale on the over the counter market. This gives the company the ability to fuel its own growth and the growth of its Pharmaceutical unit.
2. The product is patented in 111 countries.
3. It has a much greater efficacy over traditional methods of consuming cannabinoid based products.
4. The safety profile of its API's allow for a more attractive sponsoring university and doctors.

Item X The nature and extent of the Company's facilities

The Company has executive offices at:

Corporate Office

Medical Marijuana Inc.

2665 Ariane Drive Suite 207

San Diego, CA 92117

Toll Free: 877-770-3838

Facsimile: 888 651-0349

Email: Info@medicalmarijuanainc.com

URL: www.medicalmarijuanainc.com

CanChew Bio-Technologies

Kuyperstraat 5

3404 HL IJsselstein, Netherlands

Toll Free: 877-770-3838

Facsimile: 888 651-0349

Email: Info@canchewbiotech.com

URL: www.canchewbiotech.com

Part D Management Structure and Financial Information

Item XI Information on Executive Management Team, Board of Directors and Advisory Board.

The Company is in process of interviewing additional candidates from a select group of highly skilled potential operating officers. The positions consist of board members, advisory committees as well as executive management team members. This process is not to be rushed, it is imperative to establish a solid team of highly skilled managers and directors since a new change in management was finalized.

- A. Post-March 23, 2011 Interim-Transition-Officers and Directors. The Company is evaluating several professional individuals to fill vacancies and will disclose at such time as appointed.**

Board of Directors

The Company's Board of Directors is comprised of highly qualified and industry professionals. The Board assists the Management team in making appropriated decisions and taking effective action. Currently there are three members on the board.

Chairman	Michelle Sides
Director	Michael Llamas
Director	Ted Caligiuri
Director	Gideon Wolf
Director	David Farrand

Advisors to the Board

The Company has an informal Advisory Board that is available to provide business advice and counseling to the Management Team of the Company. The Advisory Board is appointed by the President and/or other key executive members, and does not involve itself in any matters involving corporate governance of the Company. We do not have an advisory board at this time but are speaking with potential members.

Advisory Committees

Risk Management Committee

Vernon Darrimon

Agricultural Committee

Gideon Wolff

David Farrand

Management

Michelle Sides

Chairman of the Board, Chief Operating Officer

2665 Ariane Drive, Suite 207

San Diego, CA 92117

Prior to joining Medical Marijuana Inc., Ms. Sides was Chief Operating Officer for HDDC d/b/a CannaBank, Inc, located in San Diego, California. She earned her law degree from Nova Southeastern University. Member of the Florida State Bar Association. Holds a Bachelor of Science Degree from Palm Beach Atlantic College, majoring in Business and Organizational Management. Before joining the North American Team, Michelle spent six years as Board of Director, Executive Vice President and General Counsel for EH Building Group II, LLC which was nationally recognized as one of the fast growing developers in 2006-08 winning numerous awards for production, design and marketing. Prior to EH, Michelle honed her legal expertise as Legal and Operations Manager for the Commonwealth Network Corporation, as well as the Director of Legal Affairs for Power Sports, Inc. Both of these positions focused mainly on corporate and real estate transactional law.

Ms. Sides is on the Board for Hemp Deposit and Distribution Corporation.

Ms. Sides does not own Medical Marijuana, Inc. shares as of this date.

Michael Llamas

Director, Interim-President

2665 Ariane Drive, Suite 207

San Diego, CA 92117

Prior to acting as the interim President of the Company, Mr. Llamas co-founded North American Companies, a real estate development and acquisitions firm specializing in all areas of distressed debt. The Company has been involved in excess of ten billion dollars in transactions ranging from oil and natural gas to real estate development. Currently Mr. Llamas is President and a board member of HDDC, d/b/a CannaBANK, Inc., a mergers and acquisitions firm specializing in the capitalization and development of national and international hemp based companies. These products range from raw hemp to hemp-based bio fuels.

Mr. Llamas does not personally own Medical Marijuana, Inc. shares as of this date but does have control of shares through HDDC.

Dr. Philip A. Van Damme
Director, CanChew Bio-Technologies
Kuyperstraat 5
3404 HL IJsselstein, Netherlands

Dr. Philip A. Van Damme, DMD MD PhD, was born in Yerseke, The Netherlands Dr. Van Damme is an oral & cranio-maxillofacial surgeon living and working in the Netherlands.

Dr. Van Damme first studied dentistry at the Utrecht University Dental School (Rijksuniversiteit Utrecht, The Netherlands) from 1971 through February 1977. He then fulfilled his military duty in the Dutch Royal Navy from May 1977 through October 1978, as Lieutenant-Dentist. Dr. Van Damme studied medicine at the Utrecht University Medical School, the Netherlands from 1978 through January 1983. He trained in general surgery at the Joannes de Deo Stichting Hospital from July 1983 through April 1984, while taking the International ECFMG/VQE examinations in Paris, France. Dr. Van Damme was trained in Oral & Maxillofacial Surgery in the University Hospital Nijmegen, The Netherlands from May 1984 through May 1988.

His PhD Thesis titled: Sub periosteal Palatal Soft Tissue Expansion was submitted on December 6, 1996 at the Nijmegen University (Katholieke Universiteit Nijmegen). Dr. Van Damme has been Section Editor of the Journal of Cranio-Maxillo Facial Surgery, for the sections Research, Development and New Horizons, and Reviewer for different other scientific journals. There are more than 70 PubMed listed publications and he presented more than 100 times at national and international scientific meetings. In 2004, Dr. Van Damme had dual roles of being Visiting Professor in the Mount Sinai Hospital in New York, USA, and Visiting Surgeon in the Burdenko Institute in Moscow, Russia. In subsequent years he held numerous staff positions at several well respected medical clinics in the Netherlands. Together with Prof. George E. Anastassov MD DDS FAC, he has a patent application (US20110097283 – EP2280687 – CA2719830) on chewing gum compositions comprising Cannabinoids.

In December 2007, he became Director-owner of Mareda Holding BV (investment company) and President-founder of Stichting Sanammad (intellectual property foundation) together with Lekhram Changoer MSc BSc).

Dr. Philip A. Van Damme owns 2,500,000 shares of Medical Marijuana Inc.

Dr. George E. Anastassov
Director, CanChew Bio-Technologies
Kuyperstraat 5
3404 HL IJsselstein, Netherlands

Dr. Anastassov graduated with BA Degree in Fine Arts, followed by MD Degree and a DDS Degree, and currently is completing his Executive Physician MBA degree.

Dr. Anastassov is trained in Surgery, Oral and Maxillofacial Surgery, Plastic Surgery and Craniofacial and Base of the Skull Surgery both in the United States and Europe. His training was acquired at the following institutions: A Fellowship in Cranio-Maxillofacial Surgery (Prof. H.P.M. Freihofer), The Catholic University, St. Radboud Hospital, Nijmegen, the Netherlands, Residency at the Department of Oral and Maxillofacial Surgery, Montefiore Medical Centre, Albert Einstein College of Medicine, New York, Followed by a further Fellowship in Craniofacial and Base of Skull Surgery, at the department of Cranio-Maxillofacial and Plastic and Reconstructive Surgery (Prof. Dr. Dr. Dhc Ulrich Joos), Wilhelms University, Münster, Germany.

He has variety of clinical and administrative appointments including Associate Clinical Professor Maxillofacial Surgery, The Mount Sinai School of Medicine, Associate Director, Department of Maxillofacial Surgery, Elmhurst Hospital Centre, N.Y., Attending, Department of Maxillofacial Surgery, The Mount Sinai Hospital. New York. Consultant in Maxillofacial Surgery, Bronx VA Hospital Centre, N.Y., Attending Surgeon, Department of Otolaryngology/ Head and Neck Surgery, Beth Israel Medical Centre, New York. He also is a Visiting Professor, Department of Cranio-Maxillofacial Surgery and Plastic and Reconstructive Surgery, Wilhelm's University, Munster, Germany.

He is the principal at Maxillofacial Surgery Services in New York City.

Editorially, Dr Anastassov is presently active as Editorial Consultant for 'Head and Face Medicine', 'Graefe's Archives for Clinical and Experimental Ophthalmology', 'Journal of Oral and Maxillofacial Surgery', 'The Journal of Oral Surgery, Oral Medicine, Oral Pathology and Radiology', 'Issues in Maxillofacial, Plastic and Reconstructive Surgery, Implantology and Clinical Stomatology' and 'Cranio-maxillofacial Trauma and Reconstruction'. He is on the Editorial Board of 'The International Journal of Oral and Maxillofacial Surgery' and 'Folia Medica'.

Dr. Anastassov holds 9 US & European Professional Society Memberships and is double board certified. Dr. Anastassov has published books and chapters in 3 professional textbooks as well as 46 peer-reviewed journal publications and has presented in as an invited guest lecturer on 104 national and international professional meetings.

Dr. Anastassov owns 2,500,000 shares of Medical Marijuana Inc.

Lekhram Changoer
Director, CanChew Bio-Technologies
Kuyperstraat 5
3404 HL IJsselstein, Netherlands

Lekhram Changoer was born in Surinam (South America). Lekhram holds a Bachelor Degree in Analytical/Organic Chemistry and Masters Degree in Organic Chemistry. He has over 20 years of experience in the area of Sales & Marketing, R&D, product development, and quality assurance of technical, consumer healthcare and pharmaceutical products – all servicing European and other international markets.

In 1992 Lekhram first joined IWC Chemical products BV where he was responsible for the development of functional coatings and corrosion inhibitors for the chemical industry: Yara, Kemira, and others. In his second corporate role, Lekhram joined Scott Specialty Gases BV where he was responsible for managing the R&D, QC and QA of functional calibration gases for the petrochemical

In the area of consumer healthcare products, Lekhram worked on the development of cosmetics and medical device products for various retail chains and consumer healthcare companies. At Codi International BV he was responsible for managing product development in the field of wet wipes and successfully developed products for companies such as Proctor & Gamble, Sara Lee, Henkel and Reckitt Benckiser. In 1999 Lekhram's career took him to Royal Sanders BV with the position of R&D & QC manager – here, he was responsible for the development of cosmetics, medical devices and other healthcare products for clients: Sara Lee, Colgate Palmolive, Virgin Cosmetics, Keune Cosmetics and private labels for various retail chains: Ahold, AC Watson, DM and Rossmann.

In 2002 Lekhram joined the Ardoz/NGen group of companies as a Managing Director. During his tenure his achievements included the filing new patents in the field of active oxygen therapy. This incorporated the accreditation of the products by the Dutch Skin Foundation and the British Dental Health Foundation. He developed new oral healthcare drug applications for periodontitis, peri-implantitis / bone repair and oral mucositis. The OTC products with active oxygen, amongst others also a new chewing gum application (for Perfetti van Melle in Italy), were successfully launched under his directorship in markets at: Boots, Ahold and El Corte Ingles Pharmacy retail and pharmacy chains under the cosmetic 76/768/EEC and medical device 93/42/EEC directive.

In 2010 Lekhram co-founded APeT BV (www.apetholding.com) which focuses on a first of its kind patented therapy for psychiatric diseases like ADHD and Autism as a replacement for methylphenidate and analogs. This therapy involves an in-house developed diagnostic and treatment with the human body's own internal compound(s). The impact on national healthcare has been so important that he has been able to get the largest Dutch insurance company to fund the clinical trial, after which it will most probably become the new standard of care. A new patented pharmacotherapy was filed, which will guarantee protection of the therapy as well as patient therapy loyalty.

In association with Prof. George E. Anastassov MD, DDS, FAC and Dr. Philip A. Van Damme, DMD, MD, PhD, the Sanammad Foundation (www.sanammad.com) was established in 2010 – the Sanammad Foundation holds internationally patented technology on chewing gum compositions comprising Cannabinoids.

Lekhram is also involved and co-founder in: CFM Pharma BV (www.cfmpharma.com) which holds patented technologies and focuses on the prevention of secondary injury in indications such as deep burn wounds, myocardial infarct and general trauma. GCP Dental BV (www.gcp-dental.com) has developed a 100% patented biocompatible material for restorative dental applications (where Glass Carbomer® Technology allows the tooth to heal itself) with a global market approach.

Mr. Changoer owns 2,500,000 shares of Medical Marijuana Inc.

Robert R. Ghalili, DMD,
Business Development
Kuyperstraat 5
3404 HL IJsselstein, Netherlands

Dr. Babak (Bob) Ghalili is a graduate of Brandeis University. His BA is that of a triple major in Biology, Chemistry and Bio Chemistry. At UMDMJ, Dr. Ghalili was awarded his degree in Periodontics and was among the top ranking graduates in his class.

Dr. Ghalili has been involved in the research of immunology and rheumatology for many years. He has collaborated with world renowned scientists Albert Nisenoff and K. Frank Austin. Also, Dr. Ghalili has published numerous articles in both mainstream publications as well as scientific journals.

Lecturing both nationally and internationally, Dr. Ghalili has done extensive research which have resulted in multiple patents. His involvement in the development of innovative healthcare solutions has been recognized by both his peers and the educational community. His lectures regarding Bone Grafting, Implant and Reconstructive Surgery as well as Implant Design have been attended domestically and globally by some of the most respected Periodontists worldwide.

Dr. Ghalili has been involved in numerous ventures in the healthcare and wellness industry. His dedication to the integrity of the projects he has been a part of have earned him the respect of the medical community. Dr. Ghalili has made improving the quality of life for the patient his personal mission. It is with that goal in mind that Dr. Ghalili pursues the latest technology available to assist in this important achievement.

Dr. Ghalili owns 5,000,000 shares of Medical Marijuana Inc.

Tripp Keber
President, Red Dice Holdings

Chuck Smith
Chief Operating Officer, Red Dice Holdings

B. Legal/Disciplinary History

None of the above named persons have been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding within the past five years
2. The entry of an order, judgment or decree not subsequently reversed, suspended or vacated by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, securities, commodities, or banking activities.
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated or,
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships

There are no family relationships among and between the Company's directors, officers, persons nominated or chosen by the Company to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the Company's equity securities.

D. Disclosure of Related Party Transactions.

The Company has participated in related party transactions within the past two years as stated herein. The Company has entered into an agreement with a Hemp Deposit and Distribution Corporation Via CannaBANK, a beneficial owner of more than five (5%) percent for the development and acquisition of several key company acquisitions. Please see attached exhibit.

Item XII Financial Information for the Issuer's most recent fiscal period

Financial information is included as an attachment as an exhibit to this statement.

Item XIII Similar financial information for such part of the preceding fiscal years as the issuer or its predecessor has been in business.

Financial information is included as an attachment as an exhibit to this statement.

Item XIV Beneficial owners

Beneficial Owners of 5% or more:

<u>Name</u>	<u>Address</u>	<u>Shares or Controlled</u>	<u>Percent</u>
Hemp Deposit and Dist. Corp. Its affiliates	2665 Ariane Dr Ste 207 San Diego, CA 92117	265,400,000	48%*
TOTAL SHARES HELD BY BENEFICIAL OWNERS		265,400,000	

Based on total issued and outstanding shares of 558,565,764.

Item XV The name, address, and email address of each of the following outside providers that advises the Company on matters relating to operations, business development and disclosures.

1. **Investment Banker**
None at this time- Actively Searching
2. **Promoters**
None at this time- Actively Searching
3. **Security and Exchange Counsel**

Securities Attorney
Frank J. Hariton, Esq.
1065 Dobbs Ferry Road
White Plains, NY, 10607
United States

Law Offices of Michael Corrigan
Michael Corrigan, Esq.
Carmel Valley Centre II
11995 El Camino Real, Suite 301
San Diego, CA, 92130

4. Auditor

None at this time- Actively Searching

5. Public Relations Consultants

None at this time- Actively Searching

6. Investor Relations Consultant

SmallCapVoice.Com, Inc.

Stuart T. Smith
Phone: 512 267-2430
Facsimile: 512 267 2530
www.smallcapvoice.com
ssmith@smallcapvoice.com

7. Company Consultants

Equiti-Trend Advisors, LLC
Carmel Valley Center II
11995 El Camino Real, Suite 301
San Diego, CA 92130
(800) 953-3350
admin1@equititrend.com
www.equititrend.com

Item XVI Management's Discussion and Analysis of Plan of Operations from 3rd Quarter 2011 Through 1st Quarter 2012

A. Plan of Operation

The Company has three very critical paths of operating its business in 2011. The first is the Hemp Extract Cannabidiol (CBD) product line. Medical Marijuana, Inc. cannot make any medical

claims for the treatment, diagnosis or curing of any diseases or ailments, because the product is not FDA approved, nor is the Company intending to seek that approval in the near future. The company plans on selling the product to Nutraceutical and Pharmaceutical companies as a raw ingredient and is also planning on selling in its own products as a dietary supplement. Cannabidiol is an extract taken from the hemp plant.

The Company has assessed the marketability of the product and product line and sees this product line as a major contributor of value over the course of the fiscal year ending 2011, as well as a major contributor of revenue and earnings in 2012. Price points for Cannabidiol from such companies as Cerilliant (www.cerilliant.com) and Carman Chemicals (www.caymanchem.com) range from as low as \$23 a milligram to as much as \$350 a milligram in single milligram purchases, to as low as \$8.60 a milligram for a bulk purchase. A more in depth compilation is being compiled for evaluation. These results will be published in the coming quarters. The Company is currently working with distributors in the United States, Latin America and Asia to distribute the product line. These arrangements are critical to the timeframe in which revenue will accrue for the Company. Direct sales are also being looked at through The Hemp Network. The products will also become available through health and wellness facilities already aware of Cannabidiol and related products. Currently there are over 2,200 accounts in the Company's database to submit products to, this database to come public in the coming quarters via an online site that will list all of the health and wellness facilities.

The company is in the process of syndicating additional production of high Cannabidiol (CBD) rich hemp for planting. The company is focused on several key markets North America Via Canada, Europe via Romania, France, Spain and or the Netherlands, these key markets are countries that allow for the cultivation of industrialized hemp containing less than .3% THC. The development, acquisition and integration of additional suppliers and farmers is key to the success of several of our key business such as HempMedsRX, The Hemp Network and can negatively affect Wellness Managed Services and the company as well if we are not able to acquire or source additional supplies of our raw ingredients. In which case we will have to then focus our resources on the development once acquire\if acquired of Phytosphere systems for the specific purposes of supplying the raw ingredients for several of our key products. There is no way of knowing if Phytosphere will be acquire or additional supply of the raw ingredients for our products can and will be acquired\sourced.

More discussion to future evaluations on marketability will be discussed in the near future.

The second critical path for 2011 was the development of the Company's county operating procedure package for patients and caregivers. Each procedure package is created specifically for each individual state, as well as for each legal county and city within that county where medical marijuana is legal. Until recently the federal government did not define "caregiver". The Company believes this has now been clearly defined in the most recent address from the Attorney General's office in a memo dated June 29, 2011 by US Deputy Attorney General James M. Cole. With such clarity, the Company is now able to start on the sales of its county-by-county operation procedures for patients and caregivers. These procedures include operational guidelines for tracking, use tax, storage, and compliance. We believe the County Program will be another valuable source of revenue in the coming quarters and into 2012.

The third critical path for the Company is The Hemp Network. The Company is currently looking to expand The Hemp Network products line and increase its distributor base for expanded

distribution. The use of Hemp is growing dramatically and will continue to grow as new uses for it are constantly being developed. The Hemp Network is looking to expand its product line to match the demand growth. At the time new management took over the Company, the Hemp Network had launched two products: a hemp blend with mushrooms and fish oil and a hemp omega line. Both products had minimal sales. To date The Hemp Network now has in excess of twenty products for the new Hemp Network 2.0 which is expected to launch in the fourth quarter. Several issues were found with the tracking system Apogee. These are being corrected, a new website for the division has also been created and the back end shopping carts for the affiliate and multi sales program being developed which will accompany the Hemp Network 2.0 launch. The Hemp Network currently has in excess of 6500 sales agents awaiting the launch. The Hemp Network will also sell Cannabidiol (CBD) based products to its client base. The websites for both the Company and The Hemp Network have undergone significant restructuring to vastly improve user access to industry information as well as products. In conjunction with Apogee, the Company is creating a more productive and cost efficient system to be utilized for the various divisions. More discussion regarding other potential products and marketability shall be discussed in the near future. Since the close of the forth (4th) quarter the company has made progress towards additional products and distributors. The company anticipates several updates on this discussion topic in the second (2nd) and third (3rd) quarters of 2012.

Additional Notes 1st Quarter 2012

MJNA acquired a fifty percent interest in Cannabis Marketing Group, a company consisting of highly skilled internet and video marketing executives. Cannabis Marketing Group is not expected to become profitable in the near future but is intended to cut the costs of website development, online marketing, advertisements and email response and marketing campaigns by directly supporting these efforts instead of outsourcing these tasks. This company will be crucial in the awareness of the brand and products. The agreement calls for MJNA to issue \$200,000.00 worth of Company which to date has not been issued.

Additional Notes 2nd Quarter 2012

The company in the second quarter of 2012 has closed on several key transactions. The first it with Canchew bio-technologies. The second is with Red Dice Holdings. The Third is the development of Hemp Meds RX. And the Fourth is with Phytosphere systems formation and development.

The company has allocated from Cannabank's equity \$1.45 million worth of stock to complete the Red Dice Holdings transaction. The company also anticipates using cash flow from operations to fund the expansion of the brand and development of additional products, or it will seek to raise additional capital. The company sees a large opportunity to market and sale the branded products worldwide. The demand for the products and its brand has continued to grow through this quarter.

The Company has allocated from Cannabank's equity an additional \$1.2 million worth of stock to develop the Canchew Bio-Technologies soft launch. The company anticipates using cash flow from operations to fund the expansion and development of the company, or it will seek to raise additional capital. The company believes that the Canchew medicated gum will be a significant revenue source in 2013 from the sales of the over the counter product. Once Clinical development is completed and all appropriate approvals given, if given, then its anticipated that

the Can Chew medicated gum will expand into several key markets; Pain, Multiple Sclerosis, Nausea Management and general health. Each specific claim will need to be evaluated and clinical trials will need to be commenced in order to receive the appropriate FDA approvals to market the products under specific functional medical claims.

The Company has allocated from Cannabank's equity \$1.1 million worth of its stock to develop the Phytosphere systems hemp production facilities. Once the first crop is harvested, and oil produced and sold and if and when profits realized, the hemp oil production should then cover its own costs and the costs of the entire company's development. It is estimated that the company will receive \$7 million dollars plus in additional revenue in 2013 from the development of its hemp oil. The company will have to expend an additional \$1.2 million dollar by the end of the year. These funds will need to be raised in order for the completion of its year end crops.

B. Management's Discussion and Analysis of Financial Conditions and the Results of Operations

The Company's management is evaluating all aspects of the prior business plan as identified in Section C II A8. Each item is being carefully evaluated to determine the likelihood of success, profitability, marketability and overall productivity; this has included staff and compensation for team members.

Currently the Company does have sufficient capital available to fund operations, but will be in need of additional capital to build out several pending facilities, close on key acquisitions and the integration of those businesses, additional capital will need to be raised to complete those transactions, which may include the sale of additional securities of the issuer as well as additional debt obligations. To date, the Company has been funded by way of private placements and several key officers and directors' direct investment and payment for hemp oil cash flow rights. The Company will need to continue to raise additional funds until such time as it is generating sufficient revenues from operations\expansion. The Company believes that The Hemp Network will generate revenues commencing in the fourth quarter of fiscal 2011, the company also believes that its county sales program and its Cannabidiol product line will start to generate income through direct sales as well as licensing agreements. At this time the Company cannot accurately predict revenues to be generated or the funding required. In addition to revenues generated, the Company expects to be able to raise additional funds by way of debt or equity but there can be no assurance that such funding will be available as required or ever.

Over the course of the third quarter of 2011 the company experienced in the first week of July, its bank accounts being closed, because of the name of the company and its divisions, from The Hemp Network to Medical Marijuana Inc., this also affected our relationship with CannaBANK, BullNBear Group, as well as strategic options, which also caused transactions the company had positioned for acquisition and development to not close which cut our projected revenue by two thirds. We anticipate being able to establish new banking relationships with new institutions, however at this time because of the negative stigma with dispensaries, the banks confuse our companies activities with the unlawful activities of certain marijuana businesses. This has caused our revenue for the 3rd and 4th quarters to be a third of what we anticipated, due to the banking regulations and closing of those accounts. We recovered from this in the last weeks of the 4th and reestablish those transactions. The company is taking steps to ensure this situation will not

negatively affect the company in the future. There is however no way to guarantee that the political and banking environment won't negatively affect the company.

The company has in the 1st quarter of 2012 had a significant growth in revenue. This increase in revenue is caused specifically in two areas of the company's operation and by two divisions. Wellness managed services accounted for nearly forty percent of the increase in revenue and the balance was due to an unexpected licensing fee arrangement for \$1.04 million from a previous transaction that was anticipated to close in the last quarter of 2011, however at that time due to the regulatory and banking environment it caused several of our previously mentioned transactions to be either put on hold and are still being finalized or restructured or those transactions were canceled. In this case the transaction was restructured via Hemp Deposit and Distribution Corporation through CannaBANK for a total consideration of \$1.04 million for the rights to distribute and receive in total twenty (20%) percent of the net income derived from the hemp oil and extracts division. The company has spent in conjunction with CannaBANK a considerable amount of resources over the past quarters on developing its oil production business. Those focuses will soon switch from production to distribution in the coming quarters. The company feels a significant amount of its profit over the next forty eight (48) months will be derived from the sales and contracting of its oil and production technologies/facilities.

Wellness Managed Services has seen strong growth over the past few quarters and we expect that growth to continue through the acquisition and development of Collectives, Cooperatives, Health and Wellness facilities and Medical Clinics. In the third (3rd) quarter of 2012 the company will focus heavily on the development of this company for several reasons.

- f. The accounts provide in most cases an immediate cash flow
- g. In most cases the accounts have additional shelf space for our products
- h. In most cases the accounts provide direct sales access for our products to end consumers and most importantly to the individuals who recommend specific products
- i. Because the accounts in most cases are established businesses our operating costs are much less because we aggregate the operating costs in administration, legal, accounting and marketing giving the company a strategic advantage
- j. The company anticipates a change in the market in the next twenty four (24) to thirty six (36) months that will make the shelf space and distribution channels much more valuable than in today's market

The company is in the process of evaluating several potential employees or new hires to run and further develop Wellness Managed Services. The company will have a website and specialized developed in the third (3rd) quarter to specifically focus on the development of its operations.

The company formed Phytosphere systems a bio technology company specializing in the cultivation, extraction, packaging and tracking of hemp based products. The company will then need to focus on fund raising for this subsidiary for the development of production facilities focused. The company has no way of knowing once formed if it will have the ability to raise the necessary funds to develop said facilities. During the course of the second quarter we have sourced and started development of our hemp production facilities. The company expects to produce in excess of 400KG of high grade hemp oil prior to the end of the year. There are many barriers to entry in the production of high grade cbd hemp oil which prevents many competitors from entering. Those barriers are but not limited to; Cost of research for cultivars, testing of

cultivars, legal status of hemp, international legal status of hemp, import and export laws, taxes, specialty production, high cost of equipment and technical training. The company anticipates expending \$1.2 million dollars more on the overall production of hemp this fiscal year. The cash flow that is generated from the wholesale sales of hemp oil is expected to be a significant portion of the company revenue as well as provide operating cash flow to enable the company to develop additional production facilities and fund the development and expansion of our other portfolio companies.

Red Dice Holdings, a subsidiary focused on the manufacturing, distribution and licensing of the Dixie brand of products was closed in the 2nd quarter of 2012. The company paid a total consideration of \$1.45 million for sixty (60) percent ownership of the brand, its equipment, accounts and intellectual property. The company plans on expanding its operations state by state through distribution agreements. The company plans on expanding on its current portfolio of products through development and acquisition. Currently the company has five distinct product lines and nearly fifty five products. Red Dice is expected to start purchasing high grade cbd hemp oil from Phytosphere systems in the coming months. The company anticipates the demand for its hemp oil to grow as Red Dice Holdings continues to expand and build market awareness. The company anticipates raising additional capital to expand the operations of the company.

The company is currently working with several institutional investment firms to establish operating lines of credit. It is not known at this time if this will be linked as debt, or equity financing.

The company is working with several international marketing and sales companies in which the company would receive a upfront fee for the opportunity of these firms in representing and distributing the company portfolio of products. These discussions have also involved guaranteed milestone payments and minimum sales volumes. The company anticipates closing on one or more of these marketing\sales agreements.

The company is focused on growing its revenues domestically, at least for the foreseeable future. There is opportunity abroad; however the management has decided to focus the majority of its resources and capital on developing its current sales channels and establishing distribution agreements with leading industry firms.

C. Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

D. Issuance History

Please see attached exhibits.

E. Purchase of Equity Securities by Issuer or Affiliated Purchases

None

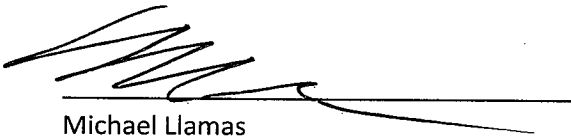
Part F Exhibits

See Attached Financial Reports and Press Release for the 2nd Quarter 2012.

Michael Llamas, President of Medical Marijuana Inc, certify that;

1. I have reviewed this quarterly statement for the period ending June 30, 2012.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in the disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in the disclosure statement.

Dated: June 30, 2012

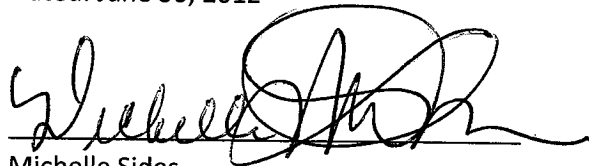
A handwritten signature in black ink, consisting of several stylized, overlapping loops and a long horizontal stroke extending to the right.

Michael Llamas
President

Michelle Sides, Chairman of Medical Marijuana Inc, certify that;

1. I have reviewed this quarterly statement for the period ending June 30, 2012.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in the disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in the disclosure statement.

Dated: June 30, 2012

A handwritten signature in black ink, appearing to read "Michelle Sides", written over a horizontal line.

Michelle Sides

Chairman and COO

Medical Marijuana, Inc.
Balance Sheet
For the Quarter Ending June 30, 2012

ASSETS**Current Assets**

Checking/Savings/Cash Eq \$ 3,596,136.80

Including Cannabank \$4m Equity

Other Current Assets

Accounts Receivable Oil \$ 166,000.00

Total Joint Venture Rollover \$ 296,000.00 462,000.00

Total Current Assets**Other Assets**

CanChew Bio Tech \$ 1,250,000.00

Red Dice Holdings \$ 1,450,000.00

Extract Dev, Marketing \$ 1,135,237.66

Patent 375.00

Property Plant & Equipment 14,927.54

Total Other Assets

3,850,540.20

TOTAL ASSETS

\$ 7,908,677.00

LIABILITIES & EQUITY**Liabilities****Current Liabilities****Accounts Payable**

Accounts Payable \$ 156,778.00

Total Accounts Payable \$ 156,778.00

Other Current Liabilities

Due to/from Officers

Total Other Current Liabilities 38,569.62

Total Current Liabilities 195,347.62

Total Liabilities

\$ 195,347.62

Equity

Additional Paid in Capital \$ 53,193,011.91

Goodwill -49,240,315.19

Retained Earnings 2,679,731.90

Net Income 1,471,596.00

Total Equity

8,104,024.62

TOTAL LIABILITIES & EQUITY

\$ 7,908,677.00

Medical Marijuana, Inc.
Income Statement
For the Quarter Ending June 30, 2012

Revenue		
Revenue		
Licensing Fees Hemp Oil	\$	889,000.00
Services, Account Rec, Debit Rec	\$	821,596.91
Wellness Managed Services	\$	326,000.00
Hemp Network Revenue	\$	-
Less: Cost of Goods sold		0.00
Hemp Network Gross Profit		0.00
Other Income/Expense	\$	216,028.09
Joint Venture Income	\$	150,000.00
Relief of Indebtedness		0.00
Total Income	\$	2,402,625.00
Direct Cost of Goods\Revenue	\$	666,713.30
Net Income left for operating expenses	\$	1,735,911.70
General & Administrative Expenses		
Advertising and Promotion	\$	60,200.00
Testing	\$	1,100.00
Bank Service Charges	\$	665.56
Computer and Internet Expenses	\$	1,680.00
Bankcard Processing Fee	\$	1,780.00
Public Filing Fees\Legal	\$	3,963.00
Interest Expense	\$	13,684.00
Janitorial Expense	\$	175.00
Phytosphere	\$	-
Postage	\$	764.06
Office Supplies	\$	675.00
Payroll (Excluding Stock-Based Compensation)	\$	115,300.00
Professional Fees	\$	6,563.02
Rent Expense	\$	6,642.00
Utility Expense	\$	3,180.00
Travel Expenses	\$	46,444.06
Transfer Agents	\$	1,500.00
Total Expense	\$	264,315.70
Net Income	\$	1,471,596.00

Medical Marijuana, Inc.
Statement of Cash Flow
For the Quarter Ending June 30, 2012

OPERATING ACTIVITIES

Income	\$ 2,402,625.00
Operating Expenses	\$ 264,315.70
Direct Costs of Goods	\$ 666,713.30
Total Adjustments	\$ 931,029.00
Net cash provided by Operating Activities	\$ 1,471,596.00

INVESTING ACTIVITIES

Red Dice Holdings	\$ 1,450,000.00
CanChew Bio-Technologies	\$ 1,250,000.00
Net cash provided by Investing Activities	\$ 2,700,000.00

FINANCING ACTIVITIES

Joint Venture Rollover	\$ 150,000.00
Joint Venture Oil Allocation	\$ 166,000.00
Joint Venture Capital Allocation	\$ 146,000.00
Net cash provided by Financing Activities	\$ 462,000.00
Adjustment for Hemp Oil	\$ 170,117.59

Net cash increase for period \$ (596,286.41)

Cash at beginning of period 4,192,423.21

Cash at end of period \$ 3,596,136.80

Medical Marijuana, Inc.
Statement of Cash Flow
For the Quarter Ending June 30, 2012

OPERATING ACTIVITIES

Income	\$ 2,402,625.00
Operating Expenses	\$ 264,315.70
Direct Costs of Goods	\$ 666,713.30
Total Adjustments	\$ 931,029.00
Net cash provided by Operating Activities	\$ 1,471,596.00

INVESTING ACTIVITIES

Red Dice Holdings	\$ 1,450,000.00
CanChew Bio-Technologies	\$ 1,250,000.00
Net cash provided by Investing Activities	\$ 2,700,000.00

FINANCING ACTIVITIES

Joint Venture Rollover	\$ 150,000.00
Joint Venture Oil Allocation	\$ 166,000.00
Joint Venture Capital Allocation	\$ 146,000.00
Net cash provided by Financing Activities	\$ 462,000.00
Adjustment for Hemp Oil	\$ 170,117.59
Net cash increase for period	\$ (596,286.41)

Cash at beginning of period	4,192,423.21
Cash at end of period	\$ 3,596,136.80



State of California
Secretary of State

LLC-1

File #

201210310132

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 11 2012

A \$70.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

ENTITY NAME (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

1. NAME OF LIMITED LIABILITY COMPANY

Red Dice Holdings, LLC

PURPOSE (The following statement is required by statute and should not be altered.)

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

INITIAL AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).)

3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS

Business Filings Incorporated

4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE
CA

MANAGEMENT (Check only one)

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY:



ONE MANAGER



MORE THAN ONE MANAGER



ALL LIMITED LIABILITY COMPANY MEMBER(S)

ADDITIONAL INFORMATION

6. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

EXECUTION

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

April 10, 2012

DATE

SIGNATURE OF ORGANIZER

Business Filings Incorporated, Mark Williams, A.V.P.

TYPE OR PRINT NAME OF ORGANIZER



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

APR 12 2012 *8*

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



091201

**Amendment to
Articles of Organization**
(PURSUANT TO NRS 86.221)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20120516024-83 Filing Date and Time 07/26/2012 9:36 AM Entity Number E0350442012-3
--	--

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Organization
For a Nevada Limited-Liability Company
(Pursuant to NRS 86.221)

1. Name of limited-liability company:

Can-Chew Bio-Technologies, LLC
Entity No: E0350442012-3

2. The company is managed by: ☐ Managers **OR** ☒ Members
(check only one box)

3. The articles have been amended as follows: (provide article numbers, if available)*

Incorporation documents were filed incorrectly listing incorporator as Member.
Removal of Michelle Sides of 2665 Ariane Drive, San Diego, CA 92117.

The Members of the entity are as follows:

Medical Marijuana, Inc., 2665 Ariane Drive, San Diego, CA 92117, Percentage of Ownership: 50%
Mareda Holding BV, Attn: Dr. Ph. A. Van Damme DMD, MD, PHD, Bijleveldsingel, 89, 6521 AP Nijmegen,
The Netherlands. Percentage of Ownership: 17%
Lekhrum Changoer, Kuypersstraat 5, 3404 HL IJsselstein, The Netherlands. Percentage of Ownership: 16.5%
George E. Anastassov, 100 United Nations Plaza, A-10A, NY, NY 10017. Percentage of Ownership: 16.5%

4. Effective date and time of filing: (optional) Date: June 29, 2012 Time:
(must not be later than 90 days after the certificate is filed)

5. Signature (must be signed by at least one manager or by a managing member):

Signature Michael Llanas, Managing Member

- * 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "LLC.," or "LC.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."
2) If adding managers, provide names and addresses.

FILING FEE: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees.

Nevada Secretary of State 86.221 LLC Amendment
Revised: 8-31-11



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

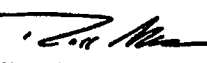


050103

Articles of Organization



Limited-Liability Company

(PURSUANT TO NRS CHAPTER 86)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20120457748-70 Filing Date and Time 06/29/2012 9:50 AM Entity Number E0350442012-3
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	CanChew Bio-Technologies, LLC			Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: Business Filings Incorporated Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code				
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):				
4. Management: (required)	Company shall be managed by: <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s) (check only one box)				
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) Michelle Sides Name 2665 Ariane Drive 207 San Diego CA 92117 Street Address City State Zip Code 2) _____ Name Street Address City State Zip Code 3) _____ Name Street Address City State Zip Code				
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	Business Filings Incorporated Name 8040 Excelsior Dr, Suite 200 Madison WI 53717 Address City State Zip Code X  Mark Williams, AVP Organizer Signature				
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. X  Mark Williams, AVP Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date June 29, 2012				

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC Articles
Revised: 3-10-11

Reset

SECRETARY OF STATE



LIMITED LIABILITY COMPANY CHARTER

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that **CANCHEW BIO-TECHNOLOGIES, LLC** did on June 29, 2012, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 29, 2012.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: G Ramos
Certificate Number: C20120629-1346
You may verify this certificate
online at <http://www.nvsos.gov/>

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:44 PM 05/07/2012
FILED 02:33 PM 05/07/2012
SRV 120521755 - 5150610 FILE

CERTIFICATE OF FORMATION

OF

PhytoSPHERE Systems, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is: PhytoSPHERE Systems, LLC

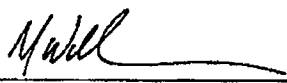
SECOND: The address of the registered office of the limited liability company in the State of Delaware is located at: 108 West 13th Street, Wilmington, Delaware 19801. Located in the County of New Castle. The name of the registered agent at that address is Business Filings Incorporated

THIRD: The duration of the limited liability company shall be perpetual.

FOURTH: The name and address of the member is:

Medical Marijuana Inc, 2665 Ariane Drive #207, San Diego, California 92117

Executed on May 7, 2012



Business Filings Incorporated,
Authorized Person
Mark Williams, A.V.P.

ACTION OF SOLE ORGANIZER

OF

PhytoSPHERE Systems, LLC

The undersigned, being the sole organizer of **PhytoSPHERE Systems, LLC**, a Delaware Limited Liability Company (the "Company"), does hereby approve and adopt the following resolutions:

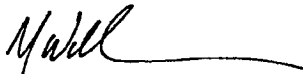
Election of Members

RESOLVED, that the following persons are hereby elected as the members of the Limited Liability Company to serve until the first annual meeting of the members or until their successors are duly elected and qualified:

Medical Marijuana Inc, 2665 Ariane Drive #207, San Diego, California 92117

The undersigned, upon completion of this Action of Organizer, shall have no further responsibilities or obligations to the Limited Liability Company in his capacity as sole organizer.

Dated: MAY 09 2012



Business Filings Incorporated, Organizer
Mark Williams, A.V.P.

Delaware

PAGE 1

The First State

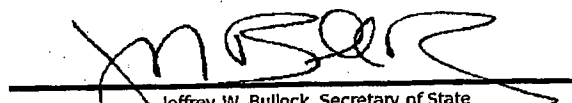
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PHYTOSPHERE SYSTEMS, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2012, AT 2:33 O'CLOCK P.M.



5150610 8100

120521755

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9556458

DATE: 05-08-12



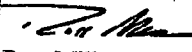
ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



091201

Amendment to Articles of Organization

(PURSUANT TO NRS 86.221)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20120516073-77 Filing Date and Time 07/26/2012 9:36 AM Entity Number E0347872012-9
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Organization For a Nevada Limited-Liability Company (Pursuant to NRS 86.221)

1. Name of limited-liability company:

HempMeds RX, LLC
Entity No.: E0347872012-9

2. The company is managed by: ☐ Managers OR ☒ Members
(check only one box)

3. The articles have been amended as follows: (provide article numbers, if available)*


Incorporation documents were filed incorrectly listing incorporator as Member.
Removal of Michelle Sides of 2665 Ariane Drive, San Diego, CA 92117.

The Members of the entity are as follows:

Medical Marijuana, Inc., 2665 Ariane Drive, San Diego, CA 92117, Percentage of Ownership: 80%
Hemp Deposit and Distribution Corporation, 2665 Ariane Drive, San Diego, CA 92117. Percentage of Ownership: 20%

4. Effective date and time of filing: (optional) Date: June 28, 2012 Time:
(must not be later than 90 days after the certificate is filed)

5. Signature (must be signed by at least one manager or by a managing member):

X 
Signature Michael James Managing Member

* 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "LLC.," or "LC.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."
2) If adding managers, provide names and addresses.

FILING FEE: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees.

Nevada Secretary of State 86.221 LLC Amendment
Revised: 8-31-11




ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov





CS0103

Articles of Organization Limited-Liability Company (PURSUANT TO NRS CHAPTER 86)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20120453813-99 Filing Date and Time 06/28/2012 11:00 AM Entity Number E0347872012-9
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

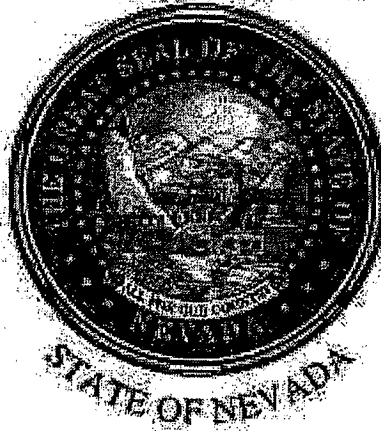
1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	HempMeds RX, LLC			Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: Business Filings Incorporated Name _____ <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity _____ Street Address _____ City _____ Nevada _____ Zip Code _____ Mailing Address (if different from street address) _____ City _____ Nevada _____ Zip Code _____				
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual): _____				
4. Management: (required)	Company shall be managed by: <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s) (check only one box)				
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) <u>Michelle Sides</u> Name _____ 2665 Ariane Drive 207 Street Address _____ City _____ San Diego _____ State _____ California _____ Zip Code _____ 92117 2) _____ Name _____ Street Address _____ City _____ State _____ Zip Code _____ 3) _____ Name _____ Street Address _____ City _____ State _____ Zip Code _____				
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	Business Filings Incorporated Name _____ 8040 Excelsior Dr, Suite 200 Address _____ City _____ Madison _____ State _____ WI _____ Zip Code _____ 53717 Organizer Signature  Mark Williams, AVP				
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.  Mark Williams, AVP Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date June 28, 2012				

This form must be accompanied by appropriate fees.

Reset

Nevada Secretary of State NRS 86 LLC Articles
Revised: 3-10-11

SECRETARY OF STATE

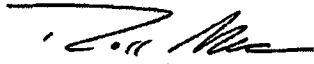


LIMITED LIABILITY COMPANY CHARTER

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that **HEMPMEDS RX, LLC** did on June 28, 2012, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 28, 2012.


ROSS MILLER
Secretary of State

Certified By: GJ Jaillet
Certificate Number: C20120628-1819
You may verify this certificate
online at <http://www.nvsos.gov/>